

Exhibit 3

**KOBAYASHI
SUGITA &
GODA**

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Client: 0004579
Matter: 0001000
Date: 05/09/2002
Invoice #: 207577
Attorney: Smith, Lex R

Current Fees	\$14,500.00
Current Tax	\$603.20
Current Costs	\$6,639.05
Prior Account Balance	\$0.00
Total Balance Due	\$21,742.25

FLEMING COMPANIES, INC.
91-315 HANUA STREET
KAPOLEI, HI 96707

Attention:

MR. RALPH STUSSI

Return this top portion with your payment

FLEMING COMPANIES, INC.

Re: WAYNE BERRY

For Professional Services Rendered and Costs Advanced through 05/06/2002

Date: 05/09/2002

Invoice #: 207577

PROFESSIONAL SERVICESHours

Services provided by: Smith, Lex R		
04/01/02	Review new pleadings; telephone conversation with Hogan and Godbey	3.00
04/04/02	Telephone conversation with Discovery Master; review new letter briefs and prepare response; work on summary judgment motion; telephone conversations with expert witness and Dillon regarding FlemingPO.exe	8.50
04/05/02	Review Hogan's correspondence to the Discovery Master and prepare reply	4.00
04/09/02	Review new correspondence to Discovery Master and copyright research for motion for summary judgment	3.50
04/15/02	Preparation for Stussi deposition	5.00
04/16/02	Attend deposition of Ralph Stussi	7.50
04/17/02	Work on motion for summary judgment; work on discovery	5.00